

**Definitions**

“Agency Parties” means the FDIC, the Receiver, the Manager, the Conservator and the OTS (in each case in all or any capacity such party (or any instrumentality thereof) is acting or may act relating to, arising out of or in connection with Superior or Superior Federal (each, an “Agency Party”).

“Agency Parties Release” means the release substantially in the form of Exhibit A to the Agreement.

“Agreement” means that certain Agreement made and entered into as of December 10, 2001 by and among the FDIC, the Receiver, the Conservator, the Manager, OTS, Payor, CCFC, SHI, UBH, and Coast Partners, together with the Appendix and all Exhibits thereto.

“CCFC” means Coast-to-Coast Financial Corporation, a Nevada corporation.

“CCFC Group” means CCFC and SHI and all of the present and former affiliates, officers, directors, employees, agents, independent contractors (other than accountants and bonding companies for Superior) and Institution Affiliated Parties (other than accountants), as such term is defined in 12 U.S.C. §1813(u), including as such term is construed or applied in any context (including 12 U.S.C. §1818), of any of CCFC, SHI or Superior, and the respective spouses, heirs, successors, assigns, executors and personal representatives of any of the foregoing, including, for the avoidance of doubt, the individuals and entities enumerated on Exhibit D to the Agreement.

“Coast Partners” means Coast Partners, an Illinois general partnership.

“Conservator” means the Federal Deposit Insurance Corporation in its capacity as conservator for Superior Federal Bank FSB.

“Dworman Group” means Alvin Dworman and his spouse, all of the lineal descendants of Alvin Dworman of every generation, and their respective spouses and any and all entities with which they (or any of them) are associated, directly or indirectly, including any and all trusts of which any of the foregoing individuals are trustees or beneficiaries, any corporation, partnership, association, limited liability company or other entity controlling, controlled by or under common control with, directly or indirectly, any of the foregoing entities, individuals and/or such trustees or beneficiaries, and all of the present and former directors, officers, employees, trustees, agents and independent contractors (other than accountants of CCFC, SHI or Superior) of any of the foregoing, and the spouses, heirs, successors, assigns, executors and personal representatives of any of the foregoing, including, for the avoidance of doubt, the individuals and entities enumerated on Exhibit E to the Agreement.

“FDIC” means the Federal Deposit Insurance Corporation in its corporate capacity.

“Holding Companies” means CCFC and SHI (each, a “Holding Company”).

“Manager” means the Federal Deposit Insurance Corporation in its capacity as manager for the FSLIC Resolution Fund.

“OTS” means the United States Department of the Treasury Office of Thrift Supervision.

“Payor” means Asworth Corporation, a Nevada corporation.

“Pritzker Group” means all of the lineal descendants of the late Nicholas J. Pritzker of every generation and their respective spouses and any and all entities with which they (or any of them) are associated, directly or indirectly, including any and all trusts of which any of the foregoing individuals are trustees or beneficiaries, any corporation, partnership, association, limited liability company or other entity controlling, controlled by or under common control with, directly or indirectly, any of the foregoing entities, individuals and/or such trustees or beneficiaries, and all of the present and former directors, officers, employees, trustees, agents and independent contractors (other than accountants of CCFC, SHI or Superior) of any of the foregoing, and the spouses, heirs, successors, assigns, executors and personal representatives of any of the foregoing, including, for the avoidance of doubt, the individuals and entities enumerated on Exhibit G to the Agreement.

“Receiver” means the Federal Deposit Insurance Corporation in its capacity as receiver for Superior Bank FSB.

“Released Party” means each of the Superior Parties and each and every other person or entity included within the definitions of CCFC Group, Dworman Group and/or Pritzker Group (collectively, the “Released Parties”).

“SHI” means Superior Holdings, Inc., a Nevada corporation.

“Superior” means Superior Bank FSB.

“Superior Federal” means Superior Federal Bank FSB.

“Superior Party” means each of Payor, CCFC, SHI, UBH and Coast Partners (collectively, the “Superior Parties”).

“Superior Parties Release” or “Release” means this Superior Parties Release.

“UBH” means UBH, Inc., a Nevada corporation.